



Union Tank Car Company

39 South La Salle Street
Chicago, Illinois 60603
312/372-9500

Arthur B. Hillman
Secretary and
Assistant General Counsel

5-311A091

No. ~~5-311A091~~
Date NOV 07 1985
Fee \$ _____
ICC Washington, D.C.

NOV 7 3 27 PM '85

RECORDATION NO. 6168-21 Filed 1425

NOV 7 1985 -3 35 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 6168-21 Filed 1425

November 4, 1985

NOV 7 1985 -3 35 PM

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Eleventh Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 4, 1985, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Bankers Trust Company, One Bankers Trust Plaza, Liberty & Greenwich Streets, New York, New York 10015 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of May 1, 1971, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 13 railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 164 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of May 1, 1971, which was recorded with your office on May 28, 1971, and assigned recordation number 6168. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.



A MEMBER OF THE MARMON GROUP OF COMPANIES

Page -2-
November 4, 1985

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "B. H. H. H.", written in dark ink.

ABH/tg

Enclosure

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

RUN DATE: 09/
PAGE NO :

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R007

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
154	GONT	100	UNPX100000-UNPX100001, UNPX100003, UNPX100006- UNPX100007, UNPX100011-UNPX100013, UNPX100015- UNPX100017, UNPX100021-UNPX100024, UNPX100027- UNPX100028, UNPX100033-UNPX100035, UNPX100037- UNPX100038, UNPX100040-UNPX100049, UNPX100052- UNPX100055, UNPX100058-UNPX100059, UNPX100061- UNPX100072, UNPX100074-UNPX100076, UNPX100078- UNPX100088, UNPX100091-UNPX100096, UNPX100099- UNPX100100, UNPX100102, UNPX100104-UNPX100107, UNPX100109-UNPX100114, UNPX100116, UNPX100121- UNPX100124, UNPX100127-UNPX100128, UNPX100130- UNPX100132, UNPX100136-UNPX100141, UNPX100144, UNPX100147-UNPX100149, UNPX100151, UNPX100154- UNPX100156, UNPX100158, UNPX100165-UNPX100168, UNPX100172, UNPX100177, UNPX100181-UNPX100184, UNPX100186, UNPX100188, UNPX100190-UNPX100192, UNPX100196-UNPX100197, UNPX100199, UNPX100201- UNPX100202, UNPX100205-UNPX100208, UNPX100214, UNPX100219-UNPX100221, UNPX100223-UNPX100224, UNPX100226-UNPX100227, UNPX100230, UNPX100234- UNPX100235, UNPX100238, UNPX100247, UNPX100251- UNPX100254, UNPX100257-UNPX100258, UNPX100261, UNPX100263-UNPX100264
1	LOC	3,800	CN 374148
1	LOC	4,200	80396
1	TM	23,000	58956
1	TM	26,000	58966
2	TMI	13,300	76274, 76276
1	TMI	16,000	74952
1	TMI	17,000	75243
1	TMI	20,000	74877
1	TMI	23,500	75035
164	TOTAL		

Interstate Commerce Commission
Washington, D.C. 20423

11/8/85

OFFICE OF THE SECRETARY

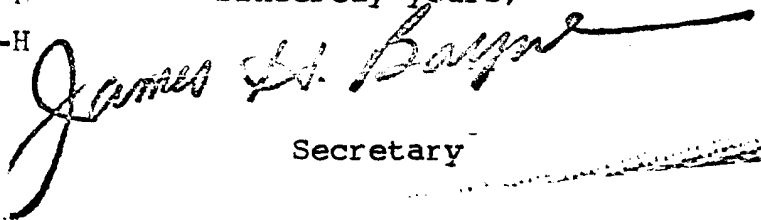
Arthur B. Hillman
Union Tank Car Company
39 S. LaSalle Street
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/7/85 at 3:35pm and assigned re-recording number(s).

6168-T & 6168-U, 6859-M & 6859-N
7299-M & 7299-N
9111-G & 9111-H

Sincerely yours,


Secretary

Enclosure(s)

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)


RECORDATION NO. 61687 Filed 1425

NOV 7 1985 -3 35 PM
INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Therese Grimm, a Notary Public in and for said County, states that she compared the attached copy of the Eleventh Supplemental Equipment Trust Agreement dated the 4th day of October, 1985, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 4th day of November, 1985.


Notary Public

MY COMMISSION EXPIRES 7/23/88

This ELEVENTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated October 4, 1985 (the "Supplemental Agreement"), by and between UNION TANK CAR COMPANY, a Delaware corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and BANKERS TRUST COMPANY, a corporation duly organized and existing under the laws of the State of New York, as Trustee (the "Trustee").

W I T N E S S E T H:

WHEREAS, Union Tank Car Company, a corporation duly organized under the laws of the State of Delaware on January 22, 1968 (the "Predecessor Company"), has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of May 1, 1971 (the "Trust Agreement"), providing for an issue of Equipment Trust Certificates (Series 7) (the "Trust Certificates"), in aggregate principal amount of \$25,000,000; and

WHEREAS, at the close of business on August 3, 1982, the Predecessor Company was merged into the Company pursuant to an Agreement of Merger dated July 27, 1982; and

WHEREAS, by letter dated July 30, 1982, the Company, as of the close of business on August 3, 1982, assumed and agreed to perform each and all of the obligations of the Predecessor Company under the Trust Agreement and under the guaranty endorsed on the Trust Certificates; and

WHEREAS, the Company has filed with the Trustee its Request for a substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

ARTICLE THREE

Concerning the Trustee

The Trustee accepts the provisions of this Supplemental Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended, without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Agreement.

ARTICLE FOUR

Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Supplemental Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Agreement to be duly executed by their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

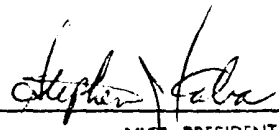
UNION TANK CAR COMPANY

By 
Executive Vice President

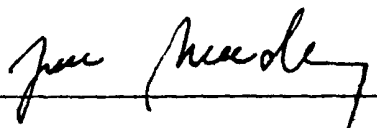
ATTEST:


Secretary

BANKERS TRUST COMPANY

By 
VICE PRESIDENT

ATTEST:


ASSISTANT SECRETARY

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 4th day of October, 1985, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he resides at 39 South LaSalle Street, Chicago, Illinois 60603; that he is an Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal affixed to the foregoing instrument is the corporate seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Theresa J. Sumner
Notary Public

10/23/85

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 17th day of October, 1985, before me personally came STEPHEN J. KABA, to me known, who, being by me duly sworn, did depose and say that he resides at _____; that he is a VICE PRESIDENT of Bankers Trust Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Rosemary Melendez
Notary Public

ROSEMARY MELENDEZ
Notary Public, State of New York
No. 03-4679497
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 1986

PROGRAM ACTB1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

RUN DATE: 09
PAGE NO :

CERTIFICATE TRUST SERIES: R007

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
13	TPI	33,800	98529-98531, 98533-98542
13	TOTAL		

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

RUN DATE: 09.
PAGE NO :

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R007

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